

UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF TEXAS AUSTIN DIVISION		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): U-First, L.L.C.		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 74-2787550		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): 1525 West Koenig Austin, TX		Street Address of Joint Debtor (No. and Street, City, and State):	
ZIP CODE 78756		ZIP CODE	
County of Residence or of the Principal Place of Business: AUSTIN		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): 1525 West Koenig Austin, TX		Mailing Address of Joint Debtor (if different from street address):	
ZIP CODE 78756		ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE	
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	Chapter 11 Debtors
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		THIS SPACE IS FOR COURT USE ONLY	
Estimated Assets <input type="checkbox"/> \$0 to \$50,001 to \$100,001 to \$500,001 <input type="checkbox"/> \$50,000 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,001 to \$1 million <input checked="" type="checkbox"/> \$500,001 to \$10 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,001 to \$100,001 to \$500,001 <input type="checkbox"/> \$50,000 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,001 to \$1 million <input checked="" type="checkbox"/> \$500,001 to \$10 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			

Voluntary Petition (This page must be completed and filed in every case.)		14 Name of Debtor(s): U-First, L.L.C.
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: None	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
		X _____ Date
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.		
If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue (Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment)		
 _____ (Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

<p>Voluntary Petition (This page must be completed and filed in every case)</p>	<p>14 Name of Debtor(s): U-First, L.L.C.</p>		
<p>Signatures</p>			
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____</p> <p>X _____</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p> <p>Signature of Attorney*</p> <p>X <u>/s/ James M. Schober</u> James M. Schober Bar No. 24004907</p> <p>Selman Munson & Lerner, PC Barton Oaks Plaza Four, Suite 200 901 South Mopac Expressway Austin, TX 78746</p> <p>Phone No. (512) 505-5955 Fax No. (512) 505-5956</p> <p>10/05/2009 Date</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p> <p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>U-First, L.L.C.</p> <p>X <u>/s/ Dallas Hendrix</u> Signature of Authorized Individual</p> <p>Dallas Hendrix Printed Name of Authorized Individual</p> <p>Manager Title of Authorized Individual</p> <p>10/05/2009 Date</p>		<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p> <p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>	

IN RE: U-First, L.L.C.

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Capmark Finance Attn: Mark Averett 3 Ravinia Dr., Ste. 200 Atlanta, GA 30346		Notice Only		\$3,442,396.63
Metro IV, Ltd. c/o Molly Mayhall Barnett & Garcia 211 RR 20 South, Ste. 110 Austin, TX 78734		Notice Only	Disputed	\$868,361.00
William Stewart 18914 Hwy 87 Lubbock, TX 79423		Notice Only	Disputed	\$544,298.87
GE Capital Electric Capital Corp P.O. Box 848319 Dallas, TX 75284-8319		Notice Only		\$105,417.17
GE Capital P.O. Box 740423 Atlanta, GA 30374-0423		Notice Only		\$13,023.82
Popeyes Texas Partners, LP Attn: Christopher Phipps 121 Spear St., Ste. 250 San Francisco, CA 94105		Notice Only		\$8,835.93

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE: U-First, L.L.C.

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 1

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]

Inland America Retail Mgt., LLC
12340 Jones Rd., Ste. 290
Houston, TX 77070

Notice Only

\$5,453.71

Farmers Branch/Midway
Partners, LP
Attn: Christopher Phipps
121 Spear St., Ste. 250
San Francisco, CA 94105

Notice Only

\$4,537.50

Popeyes Texas Partners, LP
Attn: Christopher Phipps
121 Spear St., Ste. 250
San Francisco, CA 94105

Notice Only

\$3,804.17

Estate of Louis Widen
c/o Anna Marie Speir
#15 Las Brisas
Austin, TX 78746

Notice Only

\$1,603.77

DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Manager of the Corporation
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 10/05/2009

Signature: /s/ Dallas Hendrix
Dallas Hendrix
Manager

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE: **U-First, L.L.C.**

CASE NO

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 10/05/2009

Signature /s/ Dallas Hendrix
Dallas Hendrix
Manager

Date _____

Signature _____

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE: **U-First, L.L.C.**

CASE NO

CHAPTER 11

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 10/05/2009

Signature /s/ Dallas Hendrix
Dallas Hendrix
Manager

Date _____

Signature _____

A TEX Pest Control
124 Vicksburg Loop
Elgin, TX 78621

A to Z Electronics
12112 Roxie Drive, Suite A
Austin, TX 78729

Adam Pugh
Slater, Kennon & Jameson, LLP
4807 Spicewood Springs Road
Building 2, Suite 240
Austin, TX 78759

AFC Enterprises
22137 Network Place
Chicago, IL 60673-1221

AFC Enterprises - Ad Fund
Popeyes Ad Fund
P.O. Box 406596
Atlanta, GA 30384-6596

AFLAC
1932 Wynnton Road
Columbus, GA 31999

Alliance Safety and Fire
1701 S. Mays
Suite J #205
Round Rock, TX 78664

Aramark Uniform Services
P.O. Box 36028
Dallas, TX 75235

AT&T
P.O. Box 5001
Carol Stream, IL 60197-5001

Atmos Energy - Gas
P.O. Box 78108
Phoenix, AZ 85062-8108

Baker & Associates
P.O. Box 718
800 Hwy 290 West, Bldg. A
Dipping Springs, TX 78620

Capmark Finance
Attn: Mark Averett
3 Ravinia Dr., Ste. 200
Atlanta, GA 30346

City of Austin Utilities
P.O. Box 2267
Austin, TX 78783-2267

CSE, Inc.
5400 S. Westridge Drive
New Berlin, WI 53151

Estate of Louis Widen
c/o Anna Marie Speir
#15 Las Brisas
Austin, TX 78746

Facility Solutions Group
P.O. Box 971487
Dallas, TX 75397-1487

Farmers Branch/Midway Partners, LP
Attn: Christopher Phipps
121 Spear St., Ste. 250
San Francisco, CA 94105

Gary & Becker, P.C.
900 West Ave.
Austin, TX 78701-2210

GE Capital
P.O. Box 740423
Atlanta, GA 30374-0423

GE Capital Electric Capital Corp
P.O. Box 848319
Dallas, TX 75284-8319

GMAC U-First, LLC
Three Ravinia Dr.
Ste. 220
Atlanta, GA 30346

Granite Security Systems
4515 Hudson Bend Rd., Ste. 100
Austin, TX 78734

Henry Hobbs
Assistant U.S. Trustee
903 San Jacinto, Ste. 230
Austin, TX 78701

IKON Financial Services
P.O. Box 650016
Dallas, TX 75265-0016

Inland America Retail Mgt., LLC
12340 Jones Rd., Ste. 290
Houston, TX 77070

Jackson Lloyd Occupational Brk
P.O. Box 187
Longview, TX 75606

Johnstone Supply
3007 Longhorn Blvd., Ste. 106
Austin, TX 78758

JPDH, LLC
1525 W. Koenig Ln.
Austin, TX 78756

K & M Environmental Controls LLC
511 S. Lariat Circle
Dripping Springs, TX 78620

Liquid Environmental Solutions of Texas
P.O. Box 671064
Dept. 4
Dallas, TX 75267

Mark Schwartz
Eric T. Marin
Mark Schwartz & Associates, LLP
700 Lavaca #405
Austin, TX 78701

Marlin Leasing
P.O. Box 13604
Philadelphia, PA 19101-3604

Metro IV, Ltd.
c/o Molly Mayhall
Barnett & Garcia
211 RR 20 South, Ste. 110
Austin, TX 78734

National Liquids
P.O. Box 1377
Buda, TX 78610

Nelda Wells Spears Tax Assessor
P.O. Box 1748
Austin, TX 78767-1748

NuCo2 LLC
P.O. Box 9011
Stuart, FL 34995-9011

Office Depot Credit Plan
Dept. 56
P.O. Box 9020
Des Moines, IA 50368-9020

Ozarka Water Company
P.O. Box 856680
Louisville, KY 40285-6680

Patrick Villareal
4313 Dorothy
Bellaire, TX 77401

Pepsi
P.O. Box 841828
Dallas, TX 75284-1828

PFG
P.O. Box 951641
Dallas, TX 75395-1641

Popeyes Texas Partners, LP
Attn: Christopher Phipps
121 Spear St., Ste. 250
San Francisco, CA 94105

R W Morgan Electric
4402 South Congress, Ste. 108
Austin, TX 78745

Round Rock - Water
City of Round Rock
221 East Main St.
Round Rock, TX 78664

Round Rock Tax Office
1311 Round Rock Ave.
Round Rock, TX 78681

Security Self Storage
10210 N. Lamar Blvd.
Austin, TX 78753

Security State Bank and Trust
P.O. Box 1154
Dripping Springs, TX 78620

Summerwood Partners
22416 I 30, Ste. 1000
Landers Plaza
Bryant Arkansas 70222

Sun Country Filters
94 Dupree
Buda, TX 78610

Texas Gas Service
P.O. Box 269042
Oklahoma City, OK 73126-9042

The Wasserstrom Company
477 S. Front St.
Columbus, OH 43215

TMobile
P.O. Box 790047
St. Louis, MO 63179-0047

TXU Electric
P.O. Box 660409
Dallas, TX 75266-0409

U-First, LLC
1525 W. Koenig Lane
Austin, TX 78756

Ultrafryer Systems
302 Spencer Lane
P.O. Box 5369
San Antonio, TX 78201

Visa - Capital One
P.O. Box 650007
Dallas, TX 75265-0007

Wells Fargo Bank Texas, NA
P.O. Box 659713
San Antonio, TX 78265

White Glove Technologies
2136 Rutland Dr., Ste. B
Austin, TX 78758

William Stewart
18914 Hwy 87
Lubbock, TX 79423

Windermere Utility Company
P.O. Box 650784
Dallas, TX 75265-0784

Wirth Telecom Services
P.O. Box 2013-239
Austin, TX 78768-2013